

KING COUNTY SUPERIOR COURT
STATE OF WASHINGTON

STATE OF WASHINGTON,

NO.

Petitioner,

PETITION TO ENFORCE CIVIL
INVESTIGATIVE DEMAND PURSUANT TO
RCW 19.86.110

v.

O'REILLY AUTOMOTIVE STORES,
INC. and O'REILLY AUTO
ENTERPRISES, L.L.C.,

Respondents.

Petitioner the State of Washington ("the State"), by and through its attorneys Robert W. Ferguson, Attorney General, and Kimberlee Gunning, Assistant Attorney General, hereby petitions the Court to enforce the Civil Investigative Demand ("CID") served on Respondent O'Reilly Automotive Stores, Inc. ("O'Reilly Automotive") pursuant to RCW 19.86.110. The State requests an order requiring O'Reilly Automotive and/or its subsidiary, Respondent O'Reilly Auto Enterprises, LLC ("O'Reilly Auto Enterprises") to respond in full to certain requests for production in the CID as set forth more fully below.

I. PARTIES

1.1 The Petitioner is the State of Washington.

1.2 Respondent O'Reilly Automotive Stores, Inc. ("O'Reilly Automotive") is a Missouri corporation, with its principal place of business located in Springfield, Missouri.

1 O'Reilly Automotive has been registered with the Washington Department of Revenue and has
2 had a registered agent in Washington since 2009.

3 1.3 Respondent O'Reilly Auto Enterprises, LLC ("O'Reilly Auto Enterprises") is a
4 Delaware limited liability company. Upon information and belief, its principal place of
5 business is located in Springfield, Missouri. According to the Missouri Secretary of State's
6 website, O'Reilly Auto Enterprises was incorporated in January 2014. O'Reilly Auto
7 Enterprises is an indirect subsidiary of O'Reilly Automotive.

8 1.4 O'Reilly Automotive has contended that it does not have operations in
9 Washington and thus is not under the Attorney General's jurisdiction. Rather, O'Reilly claims,
10 O'Reilly Automotive Enterprises is the O'Reilly entity that operates in Washington. However,
11 O'Reilly Automotive Enterprises was incorporated in January 2014, after this investigation
12 was opened, and the State thus names both entities as Respondents in this enforcement action.

13 1.5 Respondents will be collectively referred to herein as "O'Reilly."
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15 **II. JURISDICTION**

16 2.1 This Court has jurisdiction to enforce a civil investigative demand pursuant to
17 RCW 19.86.110(9).

18 2.2 RCW 19.86.110(9) also vests this Court with jurisdiction to impose sanctions
19 for failure to fully respond to a civil investigative demand as are provided for in the Civil Rules
20 with respect to discovery motions.

21 **III. FACTUAL BACKGROUND**

22 3.1 O'Reilly operates a chain of retail auto parts stores. As of January 1, 2014,
23 O'Reilly has 147 stores in Washington, with over 25 stores in King County alone, and has
24 2,194 employees in Washington.

25 3.2 In December 2013, in response to information provided to the Attorney
26 General's Office from a Washington resident, a spouse of an O'Reilly employee, the

1 Consumer Protection Division of the Washington State Attorney General's Office initiated an
2 investigation of O'Reilly's practices associated with the benefits offered to same-sex spouses
3 of O'Reilly employees in Washington who participated in the company's employee benefit
4 plans. The object of the investigation, which is ongoing, is to determine whether O'Reilly,
5 and/or any of its affiliates or subsidiaries or other parties acting on its behalf, has violated, or is
6 continuing to violate, RCW Chapter 19.86, the Consumer Protection Act ("CPA"), which
7 prohibits unfair or deceptive acts or practices in the conduct of any trade or commerce.

8 3.3 On or about January 17, 2014, via certified mail, return receipt requested, the
9 State served O'Reilly Automotive with a CID. A copy of the CID is attached hereto as
10 **Exhibit 1**. On February 21, 2014, O'Reilly Automotive served written objections and
11 responses to the CID. A copy of O'Reilly Automotive Stores, Inc.'s Responses and Objections
12 to the CID is attached hereto as **Exhibit 2**.

13 3.4 The following day, O'Reilly served documents responsive to some, but not all,
14 of the requests. Among the few documents produced were copies of O'Reilly's insurance
15 plans which confirmed that while O'Reilly provides medical and dental benefits to Washington
16 employees' opposite-sex spouses, the company does not offer those benefits to the same-sex
17 spouses of its Washington employees.

18 3.5 Specifically, the definition of "spouse" in both the medical benefit plan and the
19 dental benefit plan states that "for the purpose of the Plan, spouse shall mean only those
20 persons of the opposite sex who have entered into a legal marital relationship as evidenced by a
21 certificate of marriage issued by the state in which the relationship was entered. The definition
22 of legal marital relationship excludes all other relationships, including, but not limited to,
23 marriages recognized by common law or statutes recognizing common marriage, and any other
24 informal declarations of marriage, even if such declaration is recognized under state law."
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1 3.6 O'Reilly also produced versions of its "Equal Opportunities" and "Equal
2 Employment Opportunity" policies in effect from 2009 to the present. Since 2009, the "Equal
3 Opportunities" policy has prohibited discrimination "on the basis of race, religion, color,
4 national origin, sex, pregnancy, age, military obligation, disabled veteran status, or disability,
5 or other protected class as defined by local, state, or federal law, as applicable." Attached
6 hereto as **Exhibit 3** is a copy of the O'Reilly Auto Parts "Equal Opportunities" policy, last
7 modified January 1, 2009. The current "Equal Employment Opportunity" policy prohibits
8 discrimination in "all practices, terms, conditions, and privileges of employment" including
9 "benefits" and includes "sexual orientation" in the list of protected classes. Attached hereto as
10 **Exhibit 4** is a copy of the O'Reilly Auto Parts "Equal Employment Opportunity Policy," last
11 modified January 23, 2014.

12 3.7 After receiving and reviewing O'Reilly's objections and responses to the CID,
13 the State conferred with O'Reilly on February 25, 2014, pursuant to CR 26(i). While the
14 parties were able to resolve many of the issues the State raised regarding O'Reilly's CID
15 objections and responses, other issues remained unresolved. On February 26, 2014, the State
16 sent O'Reilly a letter summarizing the unresolved issues.

17 3.8 O'Reilly did not respond to the State's letter, but did serve a supplemental
18 response to the CID on March 11, 2014 and produced additional documents on March 13,
19 2014. Attached hereto as **Exhibit 5** is a copy of O'Reilly Auto Enterprises, LLC's
20 Supplemental Responses to the CID.

21 3.9 Notwithstanding O'Reilly's supplemental response, O'Reilly has still not
22 produced any documents responsive to Requests for Production 8, 9, and 16. These requests
23 and O'Reilly's objections are set forth below.
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1 **IV. THE REQUESTS FOR PRODUCTION AT ISSUE**

2 4.1 Request for Production No. 8 reads as follows: "Produce all documents and
3 correspondence, including emails, referring or relating to your decision not to offer spousal
4 insurance benefits to same-sex spouses of employees in Washington."

5 4.2 O'Reilly responded to Request for Production No. 8 as follows: "Respondent
6 objects to this request for production on the basis that it seeks documents which are irrelevant
7 to the basis for the CID, which is whether Respondent offers insurance benefits to spouses, and
8 in particular, same sex spouses. Further, this request is overly broad, unduly burdensome, and
9 seeks documents which may be protected by the attorney client privilege and work product
10 doctrine."

11 4.3 Request for Production No. 9 reads as follows: "Produce all policies, procedures
12 and/or guidelines you follow when deciding whether to offer spousal insurance benefits to
13 employees in Washington."

14 4.4 O'Reilly responded to Request for Production No. 9 as follows: "Respondent
15 objects to this request for production on the basis that it is overly broad and unduly
16 burdensome. Please refer to ERISA and related regulations, in particular those sections or
17 provisions relating to self-funded Plans, and case law interpreting the same or addressing
18 ERISA preemption."

19 4.5 Request for Production No. 16 reads as follows: "Produce all meeting minutes
20 and agendas, including drafts, of all meetings where your directors and/or officers discussed
21 whether to offer spousal insurance benefits to your employees, including, but not limited to, all
22 meetings of the Compensation Committee of your Board of Directors where spousal insurance
23 benefits were discussed."

24 4.6 O'Reilly responded to Request for Production No. 16 as follows: "Respondent
25 objects to this request for production on the basis that it seeks documents which are irrelevant
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1 to the basis for the CID, which is whether Respondent offers insurance benefits to spouses, and
2 in particular, same sex spouses, and further, is overly broad and may seek documents which are
3 protected by the attorney client privilege and work product doctrine.”

4 V. AUTHORITY SUPPORTING PRAYER FOR RELIEF

5 5.1 The Attorney General’s Office has express authority to investigate possible
6 violations of the CPA. *See* RCW 19.86.110(1). The CPA provides that in exercise of that
7 authority, the Attorney General’s Office may issue a CID requesting information it “believes
8 to be relevant to the subject matter of an investigation of a possible violation” of the CPA. *Id.*

9 5.2 The State is not required to prove a violation at the CID stage of an
10 investigation. *See* RCW 19.86.110(1). Nor does a “probable cause” standard apply. *See*
11 *Steele v. State*, 85 Wn.2d 585, 595-96, 537 P.2d 782 (1975). To determine if a CID is
12 reasonable and enforceable, the Washington Supreme Court has established a three-part test.
13 *See Steele*, 85 Wn.2d at 594. First, the CID inquiry must be “within the authority of the
14 agency.” *Id.* Second, the demand may not be “too indefinite.” *Id.* Third, the information and
15 documents sought must be “reasonably relevant.” *Id.*

16 5.3 The first *Steele* requirement is met here. RCW 19.86.110 clearly grants to the
17 Attorney General’s Office the power to initiate investigations and issue CIDs.

18 5.4 The second *Steele* requirement is also met. The *Steele* court did not require that
19 a CID “specify precisely the activity or transaction giving rise to the investigation.” *Steele*, 85
20 Wn.2d at 594. Here, the CID clearly states that the investigation “involves possible past or
21 current violations of RCW 19.86.020 (unfair or deceptive acts or practices in the conduct of
22 any trade or commerce), specifically practices associated with insurance coverage offered to
23 same-sex spouses of participants in employee benefit plans.” **Ex. 1.** Neither *Steele* nor
24 RCW 19.86.110 require further specificity.
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1 5.5 The third *Steele* requirement is satisfied as well. The information sought by
2 Request for Production Nos. 8, 9, and 16 is reasonably relevant to the subject of the
3 investigation and will assist the Attorney General's Office in determining if O'Reilly has
4 violated the CPA, as set forth below.

5 5.6 Same-sex marriage has been legal in Washington since December 6, 2012.
6 RCW Chapter 26.04, which governs marriage in Washington, now permits same-sex couples
7 to marry and specifies that "[w]here necessary to implement the rights and responsibilities of
8 spouses under the law, gender specific terms such as husband and wife used in any statute,
9 rule, or other law must be construed to be gender neutral and applicable to spouses of the
10 same sex." See RCW 26.04.010(3). Notwithstanding Washington residents' legal right to
11 marry a person of the same sex, and to be entitled to all rights and privileges afforded
12 opposite-sex legally married couples, and contrary to its own anti-discrimination policies,
13 O'Reilly continues to deny medical and dental benefits to same-sex spouses of its Washington
14 employees.

15 5.7 As set forth in Paragraphs 4.1-4.6 above, O'Reilly has refused to produce
16 documents relating to: (1) its decision not to offer these benefits; (2) the policies, procedures
17 and guidelines it follows when deciding whether to offer spousal benefits to Washington
18 employees; and (3) meeting minutes and agendas from meetings where its officers and/or
19 directors discussed whether to offer spousal insurance benefits. Such documents are directly
20 relevant to the State's investigation of whether O'Reilly's acts and practices associated with
21 its provision of spousal insurance benefits to Washington employees are unfair or deceptive
22 acts or practices in the conduct of trade or commerce, in violation of the CPA. Specifically,
23 requiring O'Reilly to produce these documents will shed light on why O'Reilly continues to
24 exclude legally married same-sex spouses of Washington employees from its medical and
25 dental benefit plans.
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1 5.8 O'Reilly has refused to respond to the CID in full on the grounds that the
2 federal Employee Retirement Income Security Act (ERISA) preempts the State's authority to
3 investigate and pursue violations of the CPA. **Ex. 2 at Response to Request for Production**
4 **No. 9 and Answer to Interrogatory No. 16.** The State disagrees with O'Reilly's position
5 and believes ERISA does not preempt the CPA.

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7 **VI. PRAYER FOR RELIEF**

8 This Court has jurisdiction to enforce the CID, pursuant to RCW 19.86.110(9). The
9 State requests the following relief and will separately file, serve, and note a motion for an
10 order:

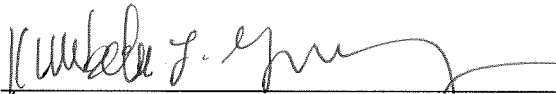
11 A. Requiring Respondents to produce all documents responsive to Request for
12 Production Nos. 8, 9, and 16 in their possession, custody, or control within ten days of the
13 Court's order.

14 B. Awarding the State its fees and costs incurred in enforcing the Civil
15 Investigative Demand; and

16 C. Ordering such other relief as the Court deems just, necessary, and proper for
17 enforcement of the Civil Investigative Demand.

18 DATED this 17th day of March, 2014.

19
20 ROBERT W. FERGUSON
21 Attorney General

22 

23 KIMBERLEE L. GUNNING, WSBA #35366
24 Assistant Attorney General
25 Attorneys for Petitioner
26 State of Washington

Exhibit 1



Bob Ferguson
ATTORNEY GENERAL OF WASHINGTON

Consumer Protection Division
800 Fifth Avenue • Suite 2000 • MS TB 14 • Seattle WA 98104-3188
(206) 464-7745

January 17, 2014

SENT VIA CERTIFIED MAIL AND FIRST CLASS MAIL

O'Reilly Automotive Stores, Inc.
c/o CT Corporation System
505 Union Ave. SE Ste 120
Olympia, WA 98501

RE: Civil Investigative Demand

Dear O'Reilly Automotive Stores, Inc.:

Enclosed, you will find a Civil Investigative Demand (CID).

Please produce the responses to interrogatories and requested documents within 30 days. If you have any questions, please feel free contact me. Thank you for your cooperation.

Sincerely,

LESLI ASHLEY
Paralegal to Kimberlee Gunning
(206) 389-2104

:lra

Enclosure

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8 OFFICE OF THE ATTORNEY GENERAL
STATE OF WASHINGTON

9 IN THE MATTER OF:

10 SPOUSAL INSURANCE COVERAGE
11 PRACTICES.

CIVIL INVESTIGATIVE DEMAND FOR
ANSWERS TO INTERROGATORIES AND
REQUESTS FOR PRODUCTION OF
DOCUMENTS

12 THE STATE OF WASHINGTON TO: O'REILLY AUTOMOTIVE STORES, INC.
13 c/o CT Corporation System
14 505 Union Ave. SE Ste 120
Olympia, WA 98501

15 DEMAND IS HEREBY MADE upon you by the Consumer Protection Division, Office
16 of the Attorney General, State of Washington, to answer in writing and under oath, the
17 Interrogatories contained in this Civil Investigative Demand and to produce the documents
18 requested herein. The Demand is made pursuant to RCW 19.86.110. The Attorney General
19 believes you have knowledge relevant to the subject matter of an investigation now in progress.
20 Said investigation involves possible past or current violations of RCW 19.86.020 (unfair or
21 deceptive acts or practices in the conduct of any trade or commerce), specifically practices
22 associated with insurance coverage offered to same-sex spouses of participants in employee
23 benefit plans.

24 I. TIME AND PLACE OF PRODUCTION

25 The requested documents are to be produced to Kimberlee Gunning, Assistant Attorney
26 General, at the Attorney General's offices at 800 5th Avenue, Suite 2000, Seattle, WA 98104,

1 within thirty (30) days of being served with this Civil Investigative Demand, or at such other
2 time and place as is agreed to by the parties.

3 II. COMMUNICATIONS

4 All notices, questions or communications concerning this Civil Investigative Demand
5 should be directed to Kimberlee Gunning, Assistant Attorney General, 800 5th Avenue, Suite
6 2000, TB-14, Seattle, WA 98104, (206) 389-2733, KimberleeG@atg.wa.gov.

7 III. DEFINITIONS

8 3.1 "RELATE" or "RELATING TO" means describing, evidencing, constituting,
9 reflecting, showing, comprising, considering, discussing, regarding, setting forth, studying,
10 analyzing, commenting upon, recommending, alluding to, or mentioning in whole or in part,
11 directly or indirectly.

12 3.2 "YOU," "YOUR" and "YOUR COMPANY" refer to O'Reilly Automotive
13 Stores, Inc. and any parent, affiliate, sister, subsidiary, predecessor, successor or assignee of it,
14 including but not limited to O'Reilly Automotive Inc., and its principals, operating divisions,
15 present or former owners, employees, servants, officers, directors, agents, representatives,
16 attorneys, accountants, independent contractors, distributors, and any other persons or entities
17 acting on behalf of or under the direction, authorization or control of O'Reilly Automotive
18 Stores, Inc., including any foreign or overseas affiliates.

19 3.3 "COMMUNICATION" means the transmittal of information (in the form of
20 facts, opinions, ideas, inquiries, or otherwise).

21 3.4 "CORRESPONDENCE" includes all emails, letters, notices, messages or other
22 written and/or electronic communications.

23 3.5 "DOCUMENT" and "DOCUMENTS" shall mean any tangible or intangible
24 thing on or in which information is recorded or otherwise represented, including all drafts,
25 prior versions, proofs and non-identical copies of any requested document, whether hand-
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1 written, typed, printed or otherwise. "Document" is defined broadly, as contemplated under
2 Washington Civil Rule 26, to include all writings of any kind or nature, of a written or graphic
3 matter, however produced or reproduced, whether created on hard copy or electronically, of
4 any kind or description, whether or not sent or received, all copies thereof that are different in
5 any way from the original (whether by interlineations, receipt stamp, notation, indication of
6 copy sent or received or otherwise), including, but not limited to, any advertising materials,
7 agreements, affidavits, appointment books, arrangements, attachments to emails, letters,
8 telegrams or facsimiles (faxes), bids, bill of lading, blueprints, books, brochures, bulletins,
9 calculations, calendar entries, catalogs, charts, checks, check stubs, circulars, computations,
10 computerized communications or information, computer printouts, computer program and
11 coding sheets, computer tape and disks (including information stored on computers, backup
12 tapes, hard drives, servers, and other forms of storage devices), contracts, correspondence,
13 delivery tickets, diary entries, disclosure forms, disks, drawings, email, facsimiles, files, file
14 memos, fliers, graphs, inputs/outputs or other data compilations from which information can be
15 obtained, hearings, index sheets, instruments, intra- and inter-office communications,
16 investigations, invoices, ledgers, ledger cards, letters, log books, memoranda, messages,
17 microfiche, microfilm, minutes, newsletters, notebooks, notes, notices, objects, opinions,
18 pamphlets, paper accounts, papers filed with public or governmental authorities, photographs,
19 photo-records, plans, polls, press releases, price books, price lists, price quotations, punch
20 cards, recordings, records (including records of meetings, conferences and telephone or other
21 conversations or communications), reports, sales receipts, schematics, scripts, sketches,
22 solicitations, sound reproductions, specifications, strategies, studies, summaries, surveys,
23 tabulations, tapes, telegrams, testimony, tests, training materials, transcripts, videotapes,
24 working papers, worksheets, writings and understandings, or any other written, recorded,
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1 transcribed or graphic matter of which YOU have or have had possession, custody, or control,
2 or of which YOU can obtain from a third party.

3 3.6 "EMPLOYEE" includes YOUR former employees as well as YOUR current
4 employees.

5 3.7 "PERSON" or "PERSONS" or "INDIVIDUALS" includes natural persons, sole
6 proprietorships, firms, general partnerships, limited partnerships, associations, joint ventures,
7 for-profit corporations, non-profit corporations, and all present and former directors, officers,
8 employees, agents, consultants, or other persons acting in concert with or on behalf of any of
9 them.

10 3.8 "SPOUSAL INSURANCE BENEFITS" means any insurance benefits YOU
11 offer to YOUR EMPLOYEES to provide coverage for their legally married spouses, including,
12 but not limited to, medical insurance, dental insurance, vision insurance, life insurance, short-
13 term disability insurance, and long-term disability insurance.

14 3.9 "SAME SEX SPOUSE" means any PERSON who is lawfully married to one of
15 YOUR EMPLOYEES under the law of any state and who is the same sex as their spouse.

16 3.10 "OPPOSITE SEX SPOUSE" means any PERSON who is lawfully married to
17 one of YOUR EMPLOYEES under the law of any state and who is the opposite sex as their
18 spouse.

19 3.11 "THIRD-PARTY ADMINISTRATOR" means any PERSON or entity that
20 processes insurance claims or administers any aspect of employee benefit plans.

21 3.12 "SUMMARY PLAN DESCRIPTION" means any outline and/or summary of
22 an employee benefit plan that is furnished to employee benefit plan participants and
23 beneficiaries pursuant to the Employment Retirement Income Security Act Plan, 29 U.S.C.
24 § 18 (ERISA) and that contains information including, but not limited to, the identity of the
25 plan administrator, the requirements for eligibility and participation in the plan, circumstances
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1 that may result in disqualification or denial of benefits, and the identity of any insurers
2 responsible for financing or administering the plan, and other information required by 29
3 U.S.C. § 1022(b).

4 3.13 "IDENTIFY" or "IDENTITY" means the following:

- 5 a. when used in reference to a natural person, state (1) the person's full
6 name; (2) the person's present or last known address; (3) the person's
7 present or last known telephone number;
- 8 b. when used in reference to an artificial person or entity such as a
9 corporation or partnership, state (1) the organization's full name and
10 trade name, if any; (2) the address and telephone number of its principal
11 place of business; and (3) the names and titles of the entity's officers,
12 directors, managing agents or employees;
- 13 c. when used in reference to a document, state (1) the type of document
14 (e.g., letter, memorandum, print-out, report, newspaper, etc.); (2) the
15 title and date, if any, of the document; (3) all authors' names and
16 addresses; (4) all addressees and copies of addressees' names and
17 addresses; (5) a brief description of the document's contents; (6) the
18 present location of the document; and (7) the name and address of the
19 person or persons having custody over the document. If any such
20 document was, but is no longer, in your possession or custody or subject
21 to your control, state what disposition was made of it. In all cases where
22 you are requested to identify particular documents, in lieu of such
23 identification you may supply a fully legible copy of the document in
24 question. Your acceptance of this option, however, shall in no way
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1 prejudice the State's right to require production and allow inspection of
2 all records in your possession;

3 d. with respect to oral communications, set forth the following information:

4 (1) the substance of the communication; (2) the date and time of the
5 communication; (3) the place of origin of the communication; and if
6 different, as in the case of telephone communications, the place at which
7 the communication was received; (4) identification of each originator
8 and recipient of the communication; and (5) identification of all persons
9 present at the place of origin, and if different, the place of receipt of the
10 communication at the time the communication took place; and

11 e. when used in reference to a factual situation or allegation, state with
12 particularity and specificity all facts known which bear upon or relate to
13 the matter which is the subject of the inquiry, using the simplest and
14 most factual statements of which you are capable.

15 IV. INSTRUCTIONS

16 4.1 Unless otherwise noted, the relevant time period for which documents and
17 information are requested is January 1, 2010 to the present.

18 4.2 This Civil Investigative Demand requests production of all described documents
19 in YOUR possession, custody or control without regard to the person or persons by whom or
20 for whom the documents were prepared (e.g., YOUR employees, distributors, representatives,
21 competitors, or others).

22 4.3 This request includes documents in possession of YOUR employees, agents,
23 representatives, and attorneys, unless privileged. If any document or information is withheld
24 under claim of privilege, identify the document and state the basis for the privilege, and
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1 provide a detailed privilege log that contains at least the following information for each
2 document or information that YOU have withheld:

- 3 a. The name of each author, writer, sender, creator, or initiator of such
4 document;
- 5 b. The name of each recipient, addressee, or party for whom such
6 document was intended or to whom the document was sent;
- 7 c. The date of such document, or an estimate thereof if no date appears on
8 the document;
- 9 d. The general subject matter of the document; and
- 10 e. The claimed grounds for withholding the document, including, but not
11 limited to, the nature of any claimed privilege and grounds in support
12 thereof.

13 4.4 These document requests impose a continuing duty to produce promptly any
14 responsive information or item that is not objected to, which comes into YOUR knowledge,
15 possession, custody or control after YOUR initial production of responses to the requests.

16 4.5 In each instance in which a document is produced in response to a request,
17 produce the current edition, along with all earlier editions or predecessor documents serving
18 the same function, even though the title of earlier documents may differ from current versions.

19 4.6 The following procedures shall apply to the production of documents and
20 information in response to this Civil Investigative Demand:

- 21 a. The recipient of this Civil Investigative Demand shall label each
22 responsive document (i.e., Response to Request No. 1, Response to
23 Request No. 2, and so forth), group all documents responsive to a
24 particular request together, and place a label on each group of
25 documents which identifies the corresponding Request;

- 1 b. All attachments to responsive documents or information shall be
2 produced with, and attached to, the responsive documents (or digitally in
3 corresponding order);
- 4 c. Each responsive document or information shall be produced in its
5 entirety and no portion of any document or information shall be edited,
6 cut, masked, redacted or otherwise altered, unless for applicable
7 privilege which shall be logged according to the procedures set forth
8 above;
- 9 d. The recipient of this Civil Investigative Demand shall provide a key to
10 all abbreviations used in the documents or information and shall attach
11 the key to the corresponding documents or information.

12 4.7 Documents or information that may be responsive to more than one numbered
13 request in these Requests need not be submitted more than once. However, for each such
14 document or information, the recipient of this Civil Investigative Demand shall identify all of
15 the numbered requests to which the document or information is responsive. If any responsive
16 document or information has been previously supplied to the Washington Attorney General's
17 Office, YOU shall identify the document(s) or information previously provided and the date(s)
18 of submission.

19 4.8 YOU shall consecutively number each page of all documents or information
20 produced with YOUR response and indicate the total number of pages produced with YOUR
21 response. This page numbering must be separate from and must not alter any original page
22 numbering on the responsive documents or information.

23 4.9 YOUR responses to these requests for production and interrogatories should
24 include all relevant electronically stored information in your possession, custody, or control.
25 Washington considers electronically stored information to be an irreplaceable source of
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1 evidence in this matter. Accordingly, Washington insists that YOU implement appropriate
2 safeguards against the destruction of evidence until the final resolution of this issue.

3 4.10 Production of electronically stored information and other documents in
4 electronic format shall conform to the standards set forth in **Exhibit A** (attached).

5 4.11 If YOU are unable to fully answer any particular interrogatory or request for
6 documents, supply all of whatever information is actually available. Designate such
7 incomplete information as incomplete and accompany the information with an explanation that
8 includes the reasons for the incomplete answer; a description of any and all of YOUR efforts to
9 obtain the information; and the source from which the Office of the Attorney General may
10 obtain information to complete YOUR response. If books, records, or other sources that
11 provide accurate answers are not available, provide YOUR best estimates and describe how
12 YOU derived the estimates, including the sources or bases of such estimates. Designate
13 estimated data as such by marking it with the "est." notation. If there is no reasonable way for
14 YOU to make an estimate, provide an explanation.

15 4.12 If particular documents responsive to this Civil Investigative Demand no longer
16 exist for reasons other than the ordinary course of business but YOU have reason to believe
17 they have been in existence, describe the documents, state the circumstances under which such
18 documents were lost or destroyed, and identify persons having knowledge of the content of the
19 documents.

20 4.13 If YOU contend that the information requested by any document request is
21 privileged in whole or in part or if YOU otherwise object to any part of any document request,
22 or contend that any identified document would be excluded from production to the Attorney
23 General in discovery regardless of its relevance, state the reasons for such objection or ground
24 for exclusion and identify each person having knowledge or the factual basis, if any, on which
25 the objection, privilege or other ground is asserted.
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1 4.14 In order for YOUR response to this Demand to be complete, submit with your
2 response the attached certification form, as executed by the official supervising your
3 compliance with this Demand.

4 4.15 Do not destroy any documents relating to any of these interrogatories or
5 requests for production.

6 **V. INTERROGATORIES**

7 **INTERROGATORY NO. 1:** State the name, address, job title and/or capacity of all
8 persons involved in answering these interrogatories, including those persons who provided
9 information for answers to one or more interrogatories, and identify by number each
10 interrogatory that he or she answered or for which he or she provided information.

11 **ANSWER:**

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14 **INTERROGATORY NO. 2:** Describe YOUR corporate structure, including all
15 relationships with any parent, affiliate, sister, subsidiary, predecessor, or successor assignee(s).

16 **ANSWER:**

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18
19 **INTERROGATORY NO. 3:** How many stores do YOU have in Washington State as
20 of January 1, 2014?

21 **ANSWER:**

1 **INTERROGATORY NO. 4:**

How many EMPLOYEES do YOU have in Washington

2 State as of January 1, 2014?

3 **ANSWER:**

6 **INTERROGATORY NO. 5:**

IDENTIFY all insurance benefits YOU offer to YOUR

8 EMPLOYEES in Washington.

9 **ANSWER:**

12 **INTERROGATORY NO. 6:**

For each insurance benefit identified in YOUR answer to

13 Interrogatory No. 5, identify whether SPOUSAL INSURANCE BENEFITS are offered to
14 YOUR EMPLOYEES.

15 **ANSWER:**

18 **INTERROGATORY NO. 7:**

Are any of the insurance benefits YOU offer to YOUR

19 EMPLOYEES in Washington offered pursuant to a self-insured plan?

20 **ANSWER:**

1 **INTERROGATORY NO. 8:** If YOUR answer to Interrogatory No. 7 is "yes," please
2 IDENTIFY which insurance benefits you offer to YOUR EMPLOYEES in Washington that
3 are offered pursuant to a self-insured plan.
4

5 **ANSWER:**
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8 **INTERROGATORY NO. 9:** IDENTIFY all THIRD-PARTY ADMINISTRATORS
9 who process insurance claims, administer insurance benefits, and/or provide any other services
10 or products RELATING TO the insurance benefits YOU offer to YOUR EMPLOYEES in
11 Washington as part of a self-insured plan or otherwise.

12 **ANSWER:**
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15 **INTERROGATORY NO. 10:** IDENTIFY all insurers and/or insurance provider
16 networks with whom YOU contract, directly or indirectly, to process insurance claims,
17 administer insurance benefits, and/or provide any other services or products RELATING TO
18 the insurance benefits that YOU offer to YOUR EMPLOYEES in Washington as part of a self-
19 insured plan or otherwise.

20 **ANSWER:**
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1 **INTERROGATORY NO. 11:** IDENTIFY every PERSON who is likely to have
2 information regarding YOUR policies, practices and procedures with respect to SPOUSAL
3 INSURANCE BENEFITS YOU offer to EMPLOYEES in Washington and when and whether
4 such benefits are extended to SAME-SEX SPOUSES.

5 **ANSWER:**
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9 **INTERROGATORY NO. 12:** IDENTIFY every PERSON who is likely to have
10 information regarding any complaints YOU have received regarding YOUR decision not to
11 offer SPOUSAL INSURANCE BENEFITS to SAME-SEX SPOUSES of EMPLOYEES in
12 Washington.

13 **ANSWER:**
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16 **INTERROGATORY NO. 13:** IDENTIFY all facts and circumstances supporting YOUR
17 decision not to offer SPOUSAL INSURANCE BENEFITS to SAME-SEX SPOUSES of
18 EMPLOYEES in Washington.

19 **ANSWER:**
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22 **INTERROGATORY NO. 14:** IDENTIFY all PERSONS who are likely to have
23 information regarding YOUR decision not to offer SPOUSAL INSURANCE BENEFITS to
24 SAME-SEX SPOUSES of EMPLOYEES in Washington

25 **ANSWER:**
26

1 **INTERROGATORY NO. 15:** IDENTIFY all policies, procedures and/or guidelines
2 YOU follow or have followed when deciding whether to offer SPOUSAL INSURANCE
3 BENEFITS to EMPLOYEES in Washington and when and whether such benefits are extended
4 to SAME-SEX SPOUSES.

5 **ANSWER:**
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9 **INTERROGATORY NO. 16:** Do YOU contend that Washington law does not require
10 YOU to offer SPOUSAL INSURANCE BENEFITS to SAME-SEX SPOUSES of
11 EMPLOYEES equivalent to the SPOUSAL INSURANCE BENEFITS offered to OPPOSITE-
12 SEX SPOUSES, and if so, why?

13 **ANSWER:**
14
15

16 **INTERROGATORY NO. 17:** IDENTIFY all lawsuits, administrative proceedings,
17 and/or government enforcement actions arising from or RELATING TO YOUR decision not to
18 offer SPOUSAL INSURANCE BENEFITS to SAME-SEX SPOUSES.

19 **ANSWER:**
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22 **INTERROGATORY NO. 18:** IDENTIFY all investigations conducted by any local,
23 state or federal governmental entity of YOU or YOUR business practices RELATING TO
24 YOUR decision not to offer SPOUSAL INSURANCE BENEFITS to SAME-SEX SPOUSES.

25 **ANSWER:**
26

1 **INTERROGATORY NO. 19:** IDENTIFY all methods by which YOU have recruited, or
2 currently recruit, potential EMPLOYEES for YOUR Washington stores, Washington
3 distribution centers, and any of YOUR corporate or administrative offices in Washington.

4 **ANSWER:**
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8 **INTERROGATORY NO. 20:** IDENTIFY all media, including websites and social
9 media, in which YOU advertise and market, or have advertised and/or marketed, job
10 opportunities in YOUR Washington stores, Washington distribution centers, and/or any of
11 YOUR corporate or administrative offices in Washington.

12 **ANSWER:**
13
14

15 **VI. DOCUMENT REQUESTS AND REQUESTS FOR TANGIBLE THINGS**

16 **REQUEST FOR PRODUCTION NO. 1:** Produce any and all documents that are referenced
17 in, support, or that form the basis of YOUR response to the Interrogatories above. Label those
18 documents as responsive to the corresponding interrogatory number listed above.

19 **RESPONSE:**
20
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22 **REQUEST FOR PRODUCTION NO. 2:** Produce all SUMMARY PLAN DESCRIPTIONS
23 for the insurance benefits YOU offer to YOUR EMPLOYEES in Washington.

24 **RESPONSE:**
25
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1 **REQUEST FOR PRODUCTION NO. 3:** Produce all contracts with the insurers and/or
2 insurance provider networks identified in YOUR Answer to Interrogatory No. 10 that
3 RELATE TO the insurance benefits YOU offer to YOUR EMPLOYEES in Washington.

4 **RESPONSE:**
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8 **REQUEST FOR PRODUCTION NO. 4:** Produce all contracts with the THIRD-PARTY
9 ADMINISTRATORS identified in YOUR answer to Interrogatory No. 9 that RELATE TO the
10 insurance benefits YOU offer to YOUR EMPLOYEES in Washington.

11 **RESPONSE:**
12
13

14 **REQUEST FOR PRODUCTION NO. 5:** Produce all of YOUR policies, procedures, and
15 guidelines that RELATE TO SPOUSAL INSURANCE BENEFITS YOU offer to
16 EMPLOYEES in Washington.

17 **RESPONSE:**
18
19

20 **REQUEST FOR PRODUCTION NO. 6:** Produce all complaints YOU have received
21 regarding YOUR decision not to offer SPOUSAL INSURANCE BENEFITS to SAME-SEX
22 SPOUSES of EMPLOYEES in Washington.

23 **RESPONSE:**
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1 **REQUEST FOR PRODUCTION NO. 7:** Produce all DOCUMENTS and
2 CORRESPONDENCE, including emails, referring or RELATING TO YOUR response to, or
3 resolution of, the complaints YOU produce in response to Request for Production No. 6.

4 **RESPONSE:**
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8 **REQUEST FOR PRODUCTION NO. 8:** Produce all DOCUMENTS and
9 CORRESPONDENCE, including emails, referring or RELATING TO YOUR decision not to
10 offer SPOUSAL INSURANCE BENEFITS to SAME-SEX SPOUSES of EMPLOYEES in
11 Washington.

12 **RESPONSE:**
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15 **REQUEST FOR PRODUCTION NO. 9:** Produce all policies, procedures and/or guidelines
16 YOU follow when deciding whether to offer SPOUSAL INSURANCE BENEFITS to
17 EMPLOYEES in Washington.

18 **RESPONSE:**
19
20

21 **REQUEST FOR PRODUCTION NO. 10:** Produce all pleadings filed in the lawsuits,
22 administrative proceedings and/or government enforcement actions identified in YOUR
23 answer to Interrogatory No. 17.

24 **RESPONSE:**
25
26

1 **REQUEST FOR PRODUCTION NO. 11:** Produce all DOCUMENTS, from any
2 investigations identified in YOUR answer to Interrogatory No. 18, including any responses
3 made by YOU in response to all such investigations.
4

5 **RESPONSE:**
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8 **REQUEST FOR PRODUCTION NO. 12:** Produce any written and electronic
9 DOCUMENTS you used, or currently use, to recruit potential EMPLOYEES for YOUR
10 Washington stores, Washington distribution centers, and any of YOUR corporate or
11 administrative offices in Washington.

12 **RESPONSE:**
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14

15 **REQUEST FOR PRODUCTION NO. 13:** Produce any written and electronic
16 DOCUMENTS you used, or currently use, to advertise and/or market job opportunities in
17 YOUR Washington stores, Washington distribution centers, and any of YOUR corporate or
18 administrative offices in Washington.

19 **RESPONSE:**
20
21

22 **REQUEST FOR PRODUCTION NO. 14:** Produce all DOCUMENTS, including electronic
23 documents, that provide information to YOUR EMPLOYEES regarding the insurance benefits
24 YOU offer to EMPLOYEES.

25 **RESPONSE:**
26

1 **REQUEST FOR PRODUCTION NO. 15:** Produce all DOCUMENT retention policies in
2 effect at YOUR COMPANY from January 1, 2010 to the present.

3 **RESPONSE:**
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7 **REQUEST FOR PRODUCTION NO. 16:** Produce all meeting minutes and agendas,
8 including drafts, of all meetings where YOUR directors and/or officers discussed whether to
9 offer SPOUSAL INSURANCE BENEFITS to YOUR EMPLOYEES, including, but not
10 limited to, all meetings of the Compensation Committee of YOUR Board of Directors where
11 SPOUSAL INSURANCE BENEFITS were discussed.

12 **RESPONSE:**
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15 **REQUEST FOR PRODUCTION NO. 17:** Produce all EEO, non-discrimination and anti-
16 harassment policies in effect at YOUR COMPANY from January 1, 2010 to the present.

17 **RESPONSE:**
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20 **REQUEST FOR PRODUCTION NO. 18:** Produce all CORRESPONDENCE, including
21 emails, between YOU and the THIRD-PARTY ADMINISTRATORS identified in YOUR
22 answer to Interrogatory No. 9 that RELATE TO SPOUSAL INSURANCE BENEFITS offered
23 to YOUR employees.

24 **RESPONSE:**
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1 **REQUEST FOR PRODUCTION NO. 19:** Produce all CORRESPONDENCE, including
2 emails, between YOU and the insurers and/or insurance provider networks identified in YOUR
3 answer to Interrogatory No. 10 that relate to SPOUSAL INSURANCE BENEFITS offered to
4 YOUR EMPLOYEES.

5 **RESPONSE:**
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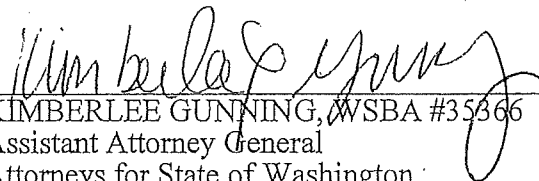
9 **REQUEST FOR PRODUCTION NO. 20:** Produce all CORRESPONDENCE, including
10 emails, between YOU and YOUR EMPLOYEES, and/or spouses or representatives of YOUR
11 EMPLOYEES, referring or RELATING TO YOUR denial of SPOUSAL INSURANCE
12 BENEFITS for any SAME-SEX SPOUSE of an EMPLOYEE.

13 **RESPONSE:**
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1 This Civil Investigative Demand is issued pursuant to the powers vested in the Attorney
2 General of the State of Washington by RCW 19.86.110 of the Consumer Protection Act.
3 The Attorney General is authorized to enforce this Demand and failure to comply with
4 this Demand shall subject you to sanctions as provided in RCW 19.86.110.

5 Dated this 17th day of January, 2014.

7 ROBERT W. FERGUSON
8 Attorney General

9 
10 KIMBERLEE GUNNING, WSBA #35366
11 Assistant Attorney General
12 Attorneys for State of Washington
13 (206) 389-2733
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CERTIFICATION

I, _____, having made the foregoing responses to interrogatories and requests for production of documents, certify under penalty of perjury under the laws of the State of _____, that I am authorized to sign legal documents on respondent's behalf and know the responses herein to be true, correct and complete.

Signature: _____

Title or Position: _____

Date: _____

City and State: _____

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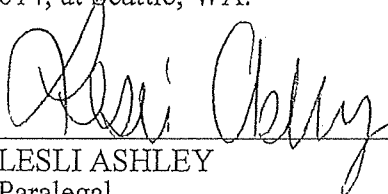
PROOF OF SERVICE

I certify that I served a copy of this document on all the following party via Certified Mail and regular U.S. Mail at the following address:

O'REILLY AUTOMOTIVE STORES, INC.
c/o CT Corporation System
505 Union Ave. SE Ste 120
Olympia, WA 98501

I certify under penalty of perjury under the laws of the Attorney General of Washington that the foregoing is true and correct.

DATED this 17th day of January, 2014, at Seattle, WA.



LESLI ASHLEY
Paralegal

Exhibit A

Washington State Attorney General's Office
Consumer Protection Division
Document Production Standards

This document describes the technical requirements for electronic document productions to the State of Washington Attorney General's Office (AGO), Consumer Protection Division.

It is highly recommended that parties confer in advance of any large-scale document production.

Any proposed file formats other than those described below must be discussed with the legal and technical staff of the AGO Consumer Protection Division prior to submission.

General Production Requirements

- Reference the specific portion of the request to which you are responding.
- All submissions must be organized **by custodian**, unless otherwise instructed.
- Electronic files must be produced in their native format, i.e., the format in which they are ordinarily used and maintained during the normal course of business. For example, an MS Excel file must be produced as an MS Excel file rather than an image of a spreadsheet.
- Emails and attachments if produced natively must be produced as PST files. The file name must include the name of the email custodian.

(Note: An Adobe PDF file is **not** considered a native file unless the document was initially created as a PDF.)

- Productions must be submitted on media such as a CD, DVD, thumb drive or hard drive. The media must be clearly marked with the **matter name, producing party, and production date** at a minimum.
- Only alphanumeric characters and the underscore character are permitted in file names. Special characters are not permitted.
- Documents designated as confidential pursuant to a protective order should be clearly labeled as such to avoid inadvertent disclosure of confidential information.

Productions of Imaged Collections

While the AGO accepts imaged productions **in addition to** native formats, imaged productions without native formats are not permitted unless the original document only exists in hard copy form. When images are produced, they must comply with the following requirements:

- Black and white images must be 300 DPI Group IV single-page TIFF files.
- Color images must be produced in JPEG format.
- File names cannot contain embedded spaces or special characters.

Washington State Attorney General's Office
Consumer Protection Division
Document Production Standards

- Images must be endorsed with sequential Bates numbers in the lower right corner of each image.

Note: Adobe PDF files are **not** acceptable as imaged productions. PDF files are acceptable only when the document content was initially created as a PDF and not converted from another format.

Load Ready Productions

Whenever possible, the AGO strongly encourages the production of documents in a Concordance load-ready format with native files (most ESI and legal copy vendors are familiar with this format).

When data is produced in a Concordance load-ready format, the following requirements apply:

- Include native files, extracted text, fielded data, OCR and linked image files, if these elements exist.
- If the production includes imaged emails and attachments, the attachment fields must be included in the delimited text file to preserve the parent/child relationship between an email and its attachments.
- For production with native files, a NATVELINK field must be included in the delimited text file to provide the file path and name of the native file on the produced storage media. Extracted text must be included in a separate folder, one text file per document.
- The delimited text file must contain an IMAGEKEY field (image key used to reference images in Concordance Image). The image key must be unique, fixed length and can contain the same value as the Bates number endorsed on each document image.
- The delimited text file must include a header record identifying field names.
- The delimiters for the file must be Concordance default delimiters as follows:

Field delimiter - ASCII character 20
Text delimiter – ASCII character 254
Newline indicator – ASCII character 174.

- OCR text produced to the AGO must be delivered as multi-page text (.txt) files, but the name of the file must match the value in the IMAGEKEY field. OCR text files should reside in their own directory separate from the image and native files.
- Whenever possible (regardless of delivery method), place page markers at the beginning or end of each OCR text page as shown:

Washington State Attorney General's Office
Consumer Protection Division
Document Production Standards

SAMPLE-LA0000001

The data surrounded by *** is the IMAGEKEY value (see example below).

Sample Concordance Image Cross-reference File:

SAMPLE-LA0000001,,E:\001\00010001.TIF,Y,,,
SAMPLE-LA0000002,,E:\001\00010002.TIF,,,,
SAMPLE-LA0000003,,E:\001\00010003.TIF,Y,,,
SAMPLE-LA0000004,,E:\001\00010004.TIF,,,,

- Include a comma delimited Concordance cross-reference file that contains a line for every image in the database and it needs to consist of six fields per line. The format for the file is as follows:

ImageKey, VolumeLabel, ImageFilePath, DocumentBreak, FolderBreak, BoxBreak,

- **ImageKey:** This is the unique designation that Concordance and Concordance Image uses to identify and retrieve an image. This value may be the same as the Bates number endorsed on each image.
 - **VolumeLabel:** Leave this field empty.
 - **ImageFilePath:** This is the full path to the image file on the produced storage media.
 - **DocumentBreak:** This field is used delineate the beginning of a new document. If this field contains the letter "Y," then this is the first page of a document. If this field is blank, then this page is not the first page of a document.
 - **FolderBreak:** This field is used to delineate the beginning of a new folder in the same manner as the *DocumentBreak* field. If this information is not available, then it may be left empty.
 - **BoxBreak:** This field is used to delineate the beginning of a new box in the same manner as the *DocumentBreak* and *FolderBreak* fields. If this information is not available, then it may be left empty.
- The following fielded data must be included in all productions:

Field	Description	Required
Begno	Displays the document identifier of the first page in a document or the entire document of an E-Doc.	Yes
Endno	Page ID of the last page in a document (for image collections only).	If it exists
BegAttach	Displays the document identifier of a parent record.	If it exists
EndAttach	Displays the document identifier of the last attached document in a family	If it exists
PgCount	Number of pages in a document (for image collections only).	If it exists
FileDescription	Description of a native file	Yes

Washington State Attorney General's Office
Consumer Protection Division
Document Production Standards

	type.	
Filename	Original filename of a native file or the subject of an e-mail message for e-mail records.	Yes
RecordType	Displays the record type for each entry in the load file	Yes
ParentID	Displays the document identifier of the attachment record's parent (only for attachments).	If it exists
NumAttach	Total number of records attached to the document. The value will always be 0 (zero) for the actual attachment records.	If it exists
Attachmnt	Populates parent records with document identifier of each attached record and is separated by semi-colons.	If it exists
From	Author of the e-mail message.	If it exists
To	Main recipient(s) of the e-mail message	If it exists
CC	Recipient(s) of "Carbon Copies of the e-mail message.	If it exists
BCC	Recipient(s) of "Blind Carbon Copies" of the e-mail message.	If it exists
Email Subject	Subject of the e-mail message	If it exists
DateSent	Sent date of an e-mail message.	If it exists
TimeSent	Time the e-mail message was sent.	If it exists
InMsgID	Internet Message ID assigned to an e-mail message by the outgoing mail server.	If it exists
ConversationIndex	E-mail thread identification	If it exists
EntryID	Unique identifier of e-mails in mail stores.	If it exists
Author	Author value pulled from metadata of the native file.	If it exists
Organization	Company extracted from metadata of the native file.	If it exists
Subject	Subject value extracted from metadata of the native file.	If it exists
DateCreated	Creation date of the native file.	If it exists
DateLastMod	Date the native file was last modified	If it exists
DateLastPrnt	Date the native file was last printed.	If it exists
MD5Hash	MD5 hash value.	Yes
EDSource	Fully qualified original path to the source folder, files, and/or mail stores.	Yes
NativeFile	Hyperlink to the native file.	Yes
*Any other fields considered relevant by the producing party		

7011 2970 0003 5887 4963

U.S. Postal Service™	
CERTIFIED MAIL™ RECEIPT	
<i>(Domestic Mail Only; No Insurance Coverage Provided)</i>	
For delivery information visit our website at www.usps.com	
OFFICIAL USE	
Postage	\$ 1.92
Certified Fee	3.10
Return Receipt Fee (Endorsement Required)	2.55
Restricted Delivery Fee (Endorsement Required)	
Total Postage & Fees	\$ 7.57

Sent To

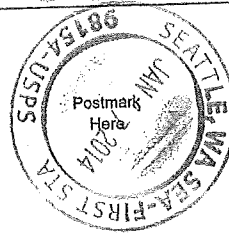
Street, Apt. No.,
or PO Box No.

City, State, ZIP+4

O'Reilly Automotive Stores, Inc.
c/o CT Corporation System
505 Union Ave. SE Ste 120
Olympia, WA 98501

PS Form 3800, August 2005

See back for Instructions



SENDER: COMPLETE THIS SECTION		COMPLETE THIS SECTION ON DELIVERY	
<ul style="list-style-type: none">■ Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.■ Print your name and address on the reverse so that we can return the card to you.■ Attach this card to the back of the mailpiece, or on the front if space permits.		<p>A. Signature X Service of Process Department</p> <p><input type="checkbox"/> Agent <input type="checkbox"/> Addressee</p>	
1. Article Addressed to:		B. Received by (Printed Name) JAN 22 2013	C. Date of Delivery
2. Article Number (Transfer from service label)		D. Is delivery address different from item 1? <input type="checkbox"/> Yes If YES, enter delivery address below: <input type="checkbox"/> No Olympia, Washington	
3. Service Type <input checked="" type="checkbox"/> Certified Mail <input type="checkbox"/> Express Mail <input type="checkbox"/> Registered <input type="checkbox"/> Return Receipt for Merchandise <input type="checkbox"/> Insured Mail <input type="checkbox"/> C.O.D.		4. Restricted Delivery? (Extra Fee) <input type="checkbox"/> Yes	

Exhibit 2

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FEB 24 2014

CONSUMER PROTECTION DIVISION
SEATTLE

OFFICE OF THE ATTORNEY GENERAL
STATE OF WASHINGTON

IN THE MATTER OF:

SPOUSAL INSURANCE COVERAGE
PRACTICES.

**O'REILLY AUTOMOTIVE STORES, INC.'S
RESPONSES AND OBJECTIONS TO CIVIL
INVESTIGATIVE DEMAND FOR ANSWERS
TO INTERROGATORIES AND REQUESTS
FOR PRODUCTION OF DOCUMENTS**

O'REILLY AUTOMOTIVE STORES, INC. TO: STATE OF WASHINGTON

Respondent O'Reilly Automotive Stores, Inc. responds as follows to the Civil Investigative Demand for answers to interrogatories and requests for production of documents:

GENERAL OBJECTION

O'Reilly Automotive Stores, Inc. generally objects to this Civil Investigative Demand as it does not have operations in the State of Washington and therefore is not under the jurisdiction of the Attorney General of the State of Washington. However, its indirect subsidiary, O'Reilly Auto Enterprises, LLC f/k/a CSK Auto, Inc. does have operations in the State of Washington and therefore, without waiving the objection, the following responses and objections are provided on behalf of that entity:

I. INTERROGATORIES

INTERROGATORY NO. 1: State the name, address, job title and/or capacity of all persons involved in answering these interrogatories, including those persons who provided

1 information for answers to one or more interrogatories, and identify by number each interrogatory
2 that he or she answered or for which he or she provided information.

3 **ANSWER:** The information and documents were collected from a number of different sources
4 within the company with the assistance and advice of Associate General Counsel Tamara de
5 Wild. To the extent a further response is required, Respondent objects on the basis that this
6 interrogatory seeks information protected by the attorney-client privilege and the attorney work
7 product doctrine.
8

9
10 **INTERROGATORY NO. 2:** Describe YOUR corporate structure, including all
11 relationships with any parent, affiliate, sister, subsidiary, predecessor, or successor assignee(s).

12 **ANSWER:** This interrogatory seeks information which is irrelevant to the basis for the CID,
13 which is whether Respondent provides health insurance coverage to same sex spouses. Subject to
14 and without waiving this objection, O'Reilly Auto Enterprises, LLC, is a Delaware limited
15 liability company. It is a direct subsidiary of Ozark Services, Inc., which is a Missouri
16 corporation. O'Reilly Automotive Stores, Inc., a Missouri corporation, is the parent corporation
17 of Ozark Services, Inc., and is the direct subsidiary of O'Reilly Automotive, Inc.
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22 **INTERROGATORY NO. 3:** How many stores do YOU have in Washington State as of
23 January 1, 2014?

24 **ANSWER:** This interrogatory seeks information which is irrelevant to the basis for the CID,
25 which is whether Respondent provides health insurance coverage to same sex spouses. Subject to
26 and without waiving this objection, 147.
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INTERROGATORY NO. 4: How many EMPLOYEES do YOU have in Washington State as of January 1, 2014?

ANSWER: This interrogatory seeks information which is irrelevant to the basis for the CID, which is whether Respondent provides health insurance coverage to same sex spouses. Subject to and without waiving this objection, 2,194.

INTERROGATORY NO. 5: IDENTIFY all insurance benefits YOU offer to YOUR EMPLOYEES in Washington.

ANSWER: Cigna Medical; Cigna Dental and Delta Dental; EyeMed Vision and Vision Service Plan (VSP); Supplemental Critical Care and Accident Plans; Life; and Disability.

INTERROGATORY NO. 6: For each insurance benefit identified in YOUR answer to Interrogatory No. 5, identify whether SPOUSAL INSURANCE BENEFITS are offered to YOUR EMPLOYEES.

ANSWER: Spousal benefits are offered for all but life and disability.

INTERROGATORY NO. 7: Are any of the insurance benefits YOU offer to YOUR EMPLOYEES in Washington offered pursuant to a self-insured plan?

ANSWER: Yes.

1 **INTERROGATORY NO. 8:** If YOUR answer to Interrogatory No. 7 is "yes," please
2 IDENTIFY which insurance benefits you offer to YOUR EMPLOYEES in Washington that are
3 offered pursuant to a self-insured plan.
4 **ANSWER:** Cigna Medical, Cigna Dental, and Delta Dental.
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8 **INTERROGATORY NO. 9:** IDENTIFY all THIRD-PARTY ADMINISTRATORS who
9 process insurance claims, administer insurance benefits, and/or provide any other services or
10 products RELATING TO the insurance benefits YOU offer to YOUR EMPLOYEES in
11 Washington as part of a self-insured plan or otherwise.
12 **ANSWER:** Respondent objects this interrogatory on the basis that it seeks information which is
13 irrelevant to the basis for the CID, chiefly whether Respondent offers insurance coverage to
14 spouses, and in particular same sex spouses.
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18 **INTERROGATORY NO. 10:** INDENTIFY all insurers and/or insurance provider
19 networks with whom YOU contract, directly or indirectly, to process insurance claims, administer
20 insurance benefits, and/or provide any other services or products RELATING TO the insurance
21 benefits that YOU offer to YOUR EMPLOYEES in Washington as part of a self-insured plan or
22 otherwise.
23 **ANSWER:** Respondent objects to this interrogatory on the basis that it seeks information which
24 is irrelevant to the basis for the CID, chiefly whether Respondent offers insurance coverage to
25 spouses, and in particular same sex spouses.
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1 **INTERROGATORY NO. 11:** IDENTIFY every PERSON who is likely to have
2 information regarding YOUR policies, practices and procedures with respect to SPOUSAL
3 INSURANCE BENEFITS YOU offer to EMPLOYEES in Washington and when and whether
4 such benefits are extended to SAME-SEX SPOUSES.

5 **ANSWER:** Respondent objects to this interrogatory on the basis that it is overly broad and
6 unduly burdensome. Subject to and without waiving this objection, Shari Reaves, Director of
7 Compensation and Benefits, and Jonathan Andrews, Vice President of Human Resources.
8

9
10 **INTERROGATORY NO. 12:** IDENTIFY every PERSON who is likely to have
11 information regarding any complaints YOU have received regarding YOUR decision not to offer
12 SPOUSAL INSURANCE BENEFITS to SAME-SEX SPOUSES of EMPLOYEES in
13 Washington.
14

15 **ANSWER:** Respondent objects to this interrogatory on the basis that it seeks information which
16 is irrelevant to the basis for the CID, chiefly whether Respondent offers insurance benefits to
17 spouses, and in particular same sex spouses. Further, this interrogatory is vague and ambiguous
18 with regard to the term "complaints."
19

20
21 **INTERROGATORY NO. 13:** IDENTIFY all facts and circumstances supporting YOUR
22 decision not to offer SPOUSAL INSURANCE BENEFITS to SAME-SEX SPOUSES of
23 EMPLOYEES in Washington.
24

25 **ANSWER:** The Cigna Medical, Cigna Dental, and Delta Dental Plans are self-funded ERISA
26 plans. Same sex spouses are not included in the definition of spouse in the Plan documents.
27 ERISA preempts state law. Therefore, the company is not required to amend its plan documents
28

1 to include same sex spouses in the definition of spouse, nor is it required to otherwise extend
2 coverage to same sex spouses. Spousal insurance benefits are provided to legally married same
3 sex spouses under the vision, supplemental critical care, and accident insurance programs.
4

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7 **INTERROGATORY NO. 14:** IDENTIFY all PERSONS who are likely to have
8 information regarding YOUR decision not to offer SPOUSAL INSURANCE BENEFITS to
9 SAME-SEX SPOUSES of EMPLOYEES in Washington.

10 **ANSWER:** Respondent objects to this interrogatory on the basis that it is overly broad and
11 unduly burdensome. Subject to and without waiving this objection, Shari Reaves, Director of
12 Compensation and Benefits, and Jonathan Andrews, Vice President of Human Resources.
13
14
15

16 **INTERROGATORY NO. 15:** IDENTIFY all policies, procedures and/or guidelines YOU
17 follow or have followed when deciding whether to offer SPOUSAL INSURANCE BENEFITS to
18 EMPLOYEES in Washington and when and whether such benefits are extended to SAME-SEX
19 SPOUSES.
20

21 **ANSWER:** The Cigna Medical, Cigna Dental, and Delta Dental Plans are self-funded ERISA
22 plans. Same sex spouses are not included in the definition of spouse in the Plan documents.
23 ERISA preempts state law. Therefore, the company is not required to amend its plan documents
24 to include same sex spouses in the definition of spouse, nor is it required to otherwise extend
25 coverage to same sex spouses. Spousal insurance benefits are provided to legally married same
26 sex spouses under the vision, supplemental critical care, and accident insurance programs.
27
28

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2
3 **INTERROGATORY NO. 16:** Do YOU contend that Washington law does not require
4 YOU to offer SPOUSAL INSURANCE BENEFITS to SAME-SEX SPOUSES of EMPLOYEES
5 equivalent to the SPOUSAL INSURANCE BENEFITS offered to OPPOSITE-SEX SPOUSES,
6 and if so, why?
7

8 **ANSWER:** Yes, under certain circumstances, such as where there is a self-funded ERISA plan
9 which defines marriage in a manner which includes only opposite sex spouses. The Cigna
10 Medical, Cigna Dental, and Delta Dental Plans are self-funded ERISA plans. Same sex spouses
11 are not included in the definition of spouse in the Plan documents. ERISA preempts state law.
12 Therefore, the company is not required to amend its plan documents to include same sex spouses
13 in the definition of spouse, nor is it required to otherwise extend coverage to same sex spouses.
14
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17 **INTERROGATORY NO. 17:** IDENTIFY all lawsuits, administrative proceedings, and/or
18 government enforcement actions arising from or RELATING TO YOUR decision not to offer
19 SPOUSAL INSURANCE BENEFITS to SAME-SEX SPOUSES.
20

21 **ANSWER:** Respondent object to this interrogatory on the basis that it seeks information which is
22 irrelevant to the basis for the CID, which is whether Respondent offers insurance benefits to
23 spouses, and in particular same sex spouses. Without waiving said objection, there are none.
24
25

26 **INTERROGATORY NO. 18:** IDENTIFY all investigations conducted by and local, state
27 or federal government entity of YOU or YOUR business practices RELATING TO YOUR
28

1 decision not to offer SPOUSAL INSURANCE BENEFITS to SAME-SEX SPOUSES.

2 **ANSWER:** Respondent objects to this interrogatory on the basis that it seeks information which
3 is irrelevant to the basis for the CID, which is whether Respondent offers insurance benefits to
4 spouses, and in particular same sex spouses. Without waiving said objection, there are none.
5

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8 **INTERROGATORY NO. 19:** IDENTIFY all methods by which YOU have recruited, or
9 currently recruit, potential EMPLOYEES for YOUR Washington stores, Washington distribution
10 centers, and any of YOUR corporate or administrative offices in Washington.

11 **ANSWER:** Respondent objects to this interrogatory on the basis that it seeks information which
12 is irrelevant to the basis for the CID, which is whether Respondent offers insurance benefits to
13 spouses, and in particular same sex spouses. Further, it is overly broad, unduly burdensome,
14 vague, and ambiguous.
15

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18 **INTERROGATORY NO. 20:** IDENTIFY all media, including websites and social media,
19 in which YOU advertise and market, or have advertised and/or marketed, job opportunities in
20 YOUR Washington stores, Washington distribution centers, and/or any of YOUR corporate or
21 administrative offices in Washington.
22

23 **ANSWER:** Respondent objects to this interrogatory on the basis that it seeks information which
24 is irrelevant to the basis for the CID, which is whether Respondent offers insurance coverage to
25 spouses, and in particular same sex spouses. Further, it is overly broad and unduly burdensome.
26
27
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1 **II. DOCUMENT REQUESTS AND REQUESTS FOR TANGIBLE THINGS**

2
3 **REQUEST FOR PRODUCTION NO. 1:** Produce any and all documents that are referenced
4 in, support, or that form the basis of YOUR response to the Interrogatories above. Label those
5 documents as responsive to the corresponding interrogatory number listed above.
6

7 **RESPONSE:** Please see Exhibit 1 for Summary Plan Descriptions and the Medical, Dental,
8 Vision, Supplemental Critical Care, and Accident Plans, as well as the Benefit Guide and Open
9 Enrollment Book; Exhibit 2 for the Records Retention Policy, and Exhibit 3 for the EEO and
10 Harassment-free Work Environment Policy.
11

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14 **REQUEST FOR PRODUCTION NO. 2:** Produce all SUMMARY PLAN DESCRIPTIONS
15 for the insurance benefits YOU offer to YOUR EMPLOYEES in Washington.

16 **RESPONSE:** Please see Exhibit 1.
17
18

19 **REQUEST FOR PRODUCTION NO. 3:** Produce all contracts with the insurers and/or
20 insurance provider networks identified in YOUR Answer to Interrogatory No. 10 that RELATE
21 TO the insurance benefits YOU offer to YOUR EMPLOYEES in Washington.
22

23 **RESPONSE:** Respondent objects to this request for production on the basis that it seeks
24 documents which are irrelevant to the basis for the CID, which is whether Respondent offers
25 insurance benefits to spouses, and in particular same sex spouses. Further, it is overly broad and
26 unduly burdensome.
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REQUEST FOR PRODUCTION NO. 4: Produce all contracts with the THIRD-PARTY ADMINISTRATORS identified in YOUR answer to Interrogatory No. 9 that RELATE TO the insurance benefits YOU offer to YOUR EMPLOYEES in Washington.

RESPONSE: Respondent objects to this request for production on the basis that it seeks documents which are irrelevant to the basis for the CID, which is whether Respondent offers insurance benefits to spouses, and in particular same sex spouses. Further, it is overly broad and unduly burdensome.

REQUEST FOR PRODUCTION NO. 5: Produce all of YOUR policies, procedures, and guidelines that RELATE TO SPOUSAL INSURANCE BENEFITS YOU offer to EMPLOYEES in Washington.

RESPONSE: Please see Exhibit 1.

REQUEST FOR PRODUCTION NO. 6: Produce all complaints YOU have received regarding YOUR decision not to offer SPOUSAL INSURANCE BENEFITS to SAME-SEX SPOUSES of EMPLOYEES in Washington.

RESPONSE: Respondent objects to this request for production on the basis that it seeks documents which are irrelevant to the basis for the CID, which is whether Respondent offers insurance benefits to spouses, and in particular same sex spouses. Further, this request for production is overly broad, unduly burdensome, and vague and ambiguous with regard to the term "complaints."

REQUEST FOR PRODUCTION NO. 7: Produce all DOCUMENTS and
CORRESPONDENCE, including emails, referring or RELATING TO YOUR response to, or
resolution of, the complaints YOU produce in response to Request for Production No. 6.

RESPONSE: Respondent objects to this request for production on the basis that it seeks
documents which are irrelevant to the basis for the CID, which is whether Respondent provides
insurance benefits to spouses, and in particular same sex spouses. Further, it is overly broad,
unduly burdensome, and vague and ambiguous with regard to the term "complaints."

REQUEST FOR PRODUCTION NO. 8: Produce all DOCUMENTS and
CORRESPONDENCE, including emails, referring or RELATING TO YOUR decision not to
offer SPOUSAL INSURANCE BENEFITS to SAME-SEX SPOUSES of EMPLOYEES in
Washington.

RESPONSE: Respondent objects to this request for production on the basis that it seeks
documents which are irrelevant to the basis for the CID, which is whether Respondent offers
insurance benefits to spouses, and in particular same sex spouses. Further, this request is overly
broad, unduly burdensome, and seeks documents which may be protected by the attorney client
privilege and work product doctrine.

REQUEST FOR PRODUCTION NO. 9: Produce all policies, procedures and/or guidelines
YOU follow when deciding whether to offer SPOUSAL INSURANCE BENEFITS to
EMPLOYEES in Washington.

RESPONSE: Respondent objects to this request for production on the basis that it is overly
broad and unduly burdensome. Please refer to ERISA and related regulations, in particular those

1 sections or provisions relating to self-funded Plans, and case law interpreting the same or
2 addressing ERISA preemption.

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5
6 **REQUEST FOR PRODUCTION NO. 10:** Produce all pleadings filed in the lawsuits,
7 administrative proceedings and/or government enforcement actions identified in YOUR answer to
8 Interrogatory No. 17.

9 **RESPONSE:** Respondent objects to this request for production on the basis that it seeks
10 documents which are irrelevant to the basis for the CID, which is whether Respondent offers
11 insurance benefits to spouses, and in particular same sex spouses. Further, it is overly broad and
12 unduly burdensome and seeks documents which are equally available to the Attorney General.
13 Without waiving said objection, there are none.
14

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16
17 **REQUEST FOR PRODUCTION NO. 11:** Produce all DOCUMENTS, from any investigations
18 identified in YOUR answer to Interrogatory No. 18, including any responses made by YOU in
19 response to all such investigations.

20
21 **RESPONSE:** Respondent object to this request for production on the basis that it seeks
22 documents which are irrelevant to the basis for the CID, which is whether Respondent offers
23 insurance benefits to spouses, and in particular same sex spouses, and further seeks documents
24 which would not be in the possession or control of Respondent. Without waiving said objection,
25 there are none.
26
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1 **REQUEST FOR PRODCUTION NO. 12:** Produce any written and electronic DOCUMENTS
2 you used, or currently use, to recruit potential EMPLOYEES for YOUR Washington stores,
3 Washington distribution centers, and any of YOUR corporate or administrative offices in
4 Washington.

5 **RESPONSE:** Respondent objects to this request for production of documents on the basis that it
6 seeks documents which are irrelevant to the basis for the CID, which is whether Respondent
7 offers insurance benefits to spouses, and in particular same sex spouses. Further, it is overly
8 broad, unduly burdensome, and vague and ambiguous.
9

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12 **REQUEST FOR PRODUCTION NO. 13:** Produce any written and electronic DOCUMENTS
13 you used, or currently use, to advertise and/or market job opportunities in YOUR Washington
14 stores, Washington distribution centers, and any of YOUR corporate or administrative offices in
15 Washington.
16

17 **RESPONSE:** Respondent objects to this request for production on the basis that it seeks
18 documents which are irrelevant to the basis for the CID, which is whether Respondent offers
19 insurance benefits to spouses, and in particular same sex spouses. Further, it is overly broad and
20 unduly burdensome.
21

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23
24 **REQUEST FOR PRODUCTION NO. 14:** Produce all DOCUMENTS, including electronic
25 documents, that provide information to YOUR EMPLOYEES regarding the insurance benefits
26 YOU offer to EMPLOYEES.

27 **RESPONSE:** Please see Exhibit 1, which includes our Medical, Dental, Vision, Supplemental
28

1 Critical Care, and Accident Plans and Summary Plan Descriptions; Benefit Guide and Open
2 Enrollment Book.

3
4
5
6 **REQUEST FOR PRODUCTION NO. 15:** Produce all DOCUMENT retention policies in
7 effect at YOUR COMPANY from January 1, 2010 to the present.

8 **RESPONSE:** Respondent objects to this request for production on the basis that it seeks
9 documents which are irrelevant to the basis for the CID, which is whether Respondent offers
10 insurance benefits to spouses, and in particular same sex spouses. Subject to and without waiving
11 this objection, please see Exhibit 2.

12
13
14 **REQUEST FOR PRODUCTION NO. 16:** Produce all meeting minutes and agendas, including
15 drafts, of all meetings where YOUR directors and/or officers discussed whether to offer
16 SPOUSAL INSURANCE BENEFITS to YOUR EMPLOYEES, including, but not limited to, all
17 meetings of the Compensation Committee of YOUR Board of Directors where SPOUSAL
18 INSURANCE BENEFITS were discussed.

19 **RESPONSE:** Respondent object to this request for production on the basis that it seeks
20 documents which are irrelevant to the basis for the CID, which is whether Respondent provides
21 insurance benefits to spouses, and in particular same sex spouses, and further, is overly broad and
22 may seek documents which are protected by the attorney client privilege and work product
23 doctrine.

24
25
26 **REQUEST FOR PRODUCTION NO. 17:** Produce all EEO, non-discrimination and anti-
27 harassment policies in effect at YOUR COMPANY from January 1, 2010 to present.
28

1 **RESPONSE:** Please see Exhibit 3.
2
3

4 **REQUEST FOR PRODUCTION NO. 18:** Produce all CORRESPONDENCE, including
5 emails, between YOU and the THIRD-PARTY ADMINISTRATORS identified in YOUR answer
6 to Interrogatory No. 9 that RELATE TO SPOUSAL INSURANCE BENEFITS offered to YOUR
7 employees.
8

9 **RESPONSE:** Respondent objects to this request for production on the basis that it seeks
10 documents which are irrelevant to the basis for the CID, which is whether Respondent offers
11 insurance benefits to spouses, and in particular same sex spouses. Further, as phrased, this
12 request for production is overly broad and unduly burdensome.
13

14
15 **REQUEST FOR PRODUCTION NO. 19:** Produce all CORRESPONDENCE, including
16 emails, between YOU and the insurers and/or insurance provider networks identified in YOUR
17 answer to Interrogatory No. 10 that relate to SPOUSAL INSURANCE BENEFITS offered to
18 YOUR EMPLOYEES.

19 **RESPONSE:** Respondent objects to this request for production on the basis that it seeks
20 documents which are irrelevant to the basis for the CID, which is whether Respondent offers
21 insurance benefits to spouses, and in particular same sex spouses. Further, as phrased, this
22 request for production is overly broad and unduly burdensome.
23

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26 **REQUEST FOR PRODUCTION NO. 20:** Produce all CORRESPONDENCE, including
27 emails, between YOU and YOUR EMPLOYEES, and/or spouses or representatives of YOUR
28


1 EMPLOYEES, referring or RELATING TO YOUR denial of SPOUSAL INSURANCE

2 BENEFITS of any SAME-SEX SPOUSE of an EMPLOYEE.

3 **RESPONSE:** : Respondent objects to this request for production on the basis that it seeks
4 documents which are irrelevant to the basis for the CID, which is whether Respondent provides
5 insurance benefits to spouses, and in particular same sex spouses.
6

7
8 Respectfully submitted,

9 O'REILLY AUTO ENTERPRISES, LLC
10 D/B/A O'REILLY AUTO PARTS

11 

12 Tamara F. de Wild
13 MO Bar No. 46170
14 Associate General Counsel/
15 Director of Legal Services
16 233 S. Patterson
17 Springfield, MO 65802
18 Tel: 417.520.4621
19 Fax: 417.829.5726
20 tdewild@oreillyauto.com

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CERTIFICATE OF SERVICE

The undersigned hereby certifies that a true and correct copy of the above and foregoing
RESPONSES AND OBJECTIONS TO CIVIL INVESTIGATIVE DEMAND FOR
ANSWERS TO INTERROGATORIES AND REQUESTS FOR PRODUCTION OF
DOCUMENTS was served upon Kimberly Gunning, Assistant Attorney General,
Consumer Protection Division, 800 Fifth Avenue, Suite 2000, Seattle, WA 98104 by (x)
sending via UPS; () mailing same, postage prepaid; () facsimile at
respectively; (x) emailing; or () hand delivering a copy this 21st day of February, 2014.

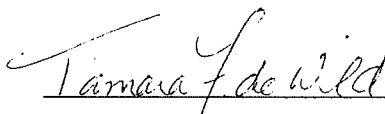


Exhibit 3

[Print This Page](#)

Section: Employment	O'Reilly Auto Parts
Last Modified: 01/01/09	Team Member Handbook

EQUAL OPPORTUNITIES

O'Reilly is an equal opportunity employer. As a result, team members and applicants are evaluated based on skills and performance and are not discriminated against on the basis of race, religion, color, national origin, sex, pregnancy, age, military obligation, disabled veteran status, or disability, or other protected class as defined by local, state, or federal law, as applicable (Sec. 100/Sub. 103, *OPM*).

Exhibit 4

[Print This Page](#)

Section: 100 - Employment

SubSection: 103 - Equal Employment Opportunity

Last Modified: 01/23/2014

**O'Reilly Auto Parts
Policy Manual**

O'Reilly Auto Parts is an equal opportunity employer. It is the policy of the Company to treat all applicants for employment and all team members in a manner that does not discriminate against them because of their race, religion, color, national origin, sex, sexual orientation, pregnancy, age, military obligation, or disability.

- This policy applies to all practices, terms, conditions, and privileges of employment including, but not limited to, recruitment, hiring, new team member training, placement and team member training/development, promotion, transfer, compensation, benefits, social and recreational programs, team member facilities, termination and retirement.
- The responsibility for monitoring the Company's compliance with this policy rests with the Vice President of Human Resources or as delegated by the Vice President of Human Resources; however, an effective equal employment opportunity program cannot be achieved without the support of all O'Reilly team members. All supervisory/management team members are expected to support and be governed by this policy, and any team member who feels he or she is the victim of discrimination has a responsibility to report this fact to their supervisor, the Human Resources Department, or the T.I.P.S. Hotline at 800-473-8470.
- Retaliation against any team member for filing a complaint relative to this policy is strictly prohibited.

Exhibit 5

OFFICE OF THE ATTORNEY GENERAL
STATE OF WASHINGTON

IN THE MATTER OF:
SPOUSAL INSURANCE COVERAGE
PRACTICES.

O'REILLY AUTO ENTERPRISES, LLC'S
SUPPLEMENTAL RESPONSES TO
INTERROGATORIES AND REQUESTS
FOR PRODUCTION OF DOCUMENTS

O'REILLY AUTOMOTIVE STORES, INC. TO: STATE OF WASHINGTON

Respondent O'Reilly Auto Enterprises, LLC provides the following supplemental responses to the Civil Investigative Demand for answers to interrogatories and requests for production of documents:

I. INTERROGATORIES

INTERROGATORY NO. 19: IDENTIFY all methods by which YOU have recruited, or currently recruit, potential EMPLOYEES for YOUR Washington stores, Washington distribution centers, and any of YOUR corporate or administrative offices in Washington.

ANSWER: Respondent objects to this interrogatory on the basis that it seeks information which is irrelevant to the basis for the CID, which is whether Respondent offers insurance benefits to spouses, and in particular same sex spouses. Further, it is overly broad, unduly burdensome, vague, and ambiguous. Subject to and without waiving these objections, there are job postings under the "Careers" page of the company website, and the company users Twitter (@OReillyCareers), blogspot, and LinkedIn, and also posts positions at monster.com and careerbuilder.com. The company has also recruited through word of mouth.

1 **INTERROGATORY NO. 20:** IDENTIFY all media, including websites and social media,
2 in which YOU advertise and market, or have advertised and/or marketed, job opportunities in
3 YOUR Washington stores, Washington distribution centers, and/or any of YOUR corporate or
4 administrative offices in Washington.

5 **ANSWER:** Respondent objects to this interrogatory on the basis that it seeks information which
6 is irrelevant to the basis for the CID, which is whether Respondent offers insurance coverage to
7 spouses, and in particular same sex spouses. Further, it is overly broad and unduly burdensome.
8 Subject to and without waiving these objections, please see the supplemental response to
9 Interrogatory 19.
10
11

12 **II. DOCUMENT REQUESTS AND REQUESTS FOR TANGIBLE THINGS**

13 **REQUEST FOR PRODUCTION NO. 1:** Produce any and all documents that are referenced
14 in, support, or that form the basis of YOUR response to the Interrogatories above. Label those
15 documents as responsive to the corresponding interrogatory number listed above.
16

17 **RESPONSE:** Please see Exhibit 4 for recruitment materials and Exhibit 5 for samples of postings
18 which have appeared on monster.com and careerbuilder.com which, although directed to
19 locations outside of Washington, are consistent with what would have been posted for
20 Washington openings.
21

22 **REQUEST FOR PRODUCTION NO. 6:** Produce all complaints YOU have received
23 regarding YOUR decision not to offer SPOUSAL INSURANCE BENEFITS to SAME-SEX
24 SPOUSES of EMPLOYEES in Washington.
25

26 **RESPONSE:** Respondent objects to this request for production on the basis that it seeks
27 documents which are irrelevant to the basis for the CID, which is whether Respondent offers
28 insurance benefits to spouses, and in particular same sex spouses. Further, this request for

1 production is overly broad, unduly burdensome, and vague and ambiguous with regard to the
2 term "complaints." Subject to and without waiving these objections, please see Exhibit 6.

3 **REQUEST FOR PRODUCTION NO. 7:** Produce all DOCUMENTS and
4 CORRESPONDENCE, including emails, referring or RELATING TO YOUR response to, or
5 resolution of, the complaints YOU produce in response to Request for Production No. 6.

6 **RESPONSE:** Respondent objects to this request for production on the basis that it seeks
7 documents which are irrelevant to the basis for the CID, which is whether Respondent provides
8 insurance benefits to spouses, and in particular same sex spouses. Further, it is overly broad,
9 unduly burdensome, and vague and ambiguous with regard to the term "complaints." Subject to
10 and without waiving these objections, please see Exhibit 7.

11
12
13 **REQUEST FOR PRODCUTION NO. 12:** Produce any written and electronic DOCUMENTS
14 you used, or currently use, to recruit potential EMPLOYEES for YOUR Washington stores,
15 Washington distribution centers, and any of YOUR corporate or administrative offices in
16 Washington.

17
18 **RESPONSE:** Respondent objects to this request for production of documents on the basis that it
19 seeks documents which are irrelevant to the basis for the CID, which is whether Respondent
20 offers insurance benefits to spouses, and in particular same sex spouses. Further, it is overly
21 broad, unduly burdensome, and vague and ambiguous. Subject to and without waiving these
22 objections, please see Exhibit 4 for a sample of documents used generally, including in
23 Washington.

24
25
26 **REQUEST FOR PRODUCTION NO. 13:** Produce any written and electronic DOCUMENTS
27 you used, or currently use, to advertise and/or market job opportunities in YOUR Washington
28 stores, Washington distribution centers, and any of YOUR corporate or administrative offices in

1 Washington.

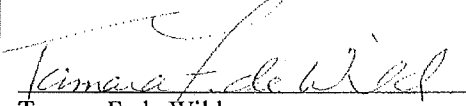
2 **RESPONSE:** Respondent objects to this request for production on the basis that it seeks
3 documents which are irrelevant to the basis for the CID, which is whether Respondent offers
4 insurance benefits to spouses, and in particular same sex spouses. Further, it is overly broad and
5 unduly burdensome. Subject to and without waiving these objections, please see Exhibit 5 for a
6 sample of documents used generally, including in Washington.
7

8
9 **REQUEST FOR PRODUCTION NO. 20:** Produce all CORRESPONDENCE, including
10 emails, between YOU and YOUR EMPLOYEES, and/or spouses or representatives of YOUR
11 EMPLOYEES, referring or RELATING TO YOUR denial of SPOUSAL INSURANCE
12 BENEFITS of any SAME-SEX SPOUSE of an EMPLOYEE.
13

14 **RESPONSE:** Respondent objects to this request for production on the basis that it seeks
15 documents which are irrelevant to the basis for the CID, which is whether Respondent provides
16 insurance benefits to spouses, and in particular same sex spouses. Subject to and without waiving
17 these objections, please see the supplemental response to Request No. 7.
18

19 Respectfully submitted,

20 O'REILLY AUTO ENTERPRISES, LLC
21 D/B/A O'REILLY AUTO PARTS

22 
23 Tamara F. de Wild
24 MO Bar No. 46170
25 Associate General Counsel/
26 Director of Legal Services
27 233 S. Patterson
28 Springfield, MO 65802
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Fax: 417.829.5726
tdewild@oreillyauto.com

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CERTIFICATE OF SERVICE

The undersigned hereby certifies that a true and correct copy of the above and foregoing RESPONSES AND OBJECTIONS TO CIVIL INVESTIGATIVE DEMAND FOR ANSWERS TO INTERROGATORIES AND REQUESTS FOR PRODUCTION OF DOCUMENTS was served upon Kimberly Gunning, Assistant Attorney General, Consumer Protection Division, 800 Fifth Avenue, Suite 2000, Seattle, WA 98104 by (x) sending via UPS; () mailing same, postage prepaid; () facsimile at _____ respectively; (x) emailing; or () hand delivering a copy this 11th day of March, 2014.

